

EXHIBIT A

CERTIFICATE OF FORMATION

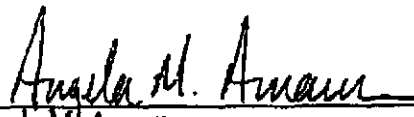
**CERTIFICATE OF FORMATION
OF**

EGILITY COMMUNICATIONS, L.L.C.

This Certificate of Formation of Egility Communications, L.L.C. (the "Company") is being executed and filed by the undersigned, as an authorized person of the Company, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

1. The name of the limited liability company formed hereby is Egility Communications, L.L.C.
2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. The name and address of the registered agent for service of process on the Company is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned, as an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of the 22nd day of October, 1999.


Angela M. Amaru
Authorized Person

APR 25 '00 19:11 FR WINSTON&STRAWN

312+5587426 TO 2#222#9130267483 P.04/04

Apr 25 00 05:11p Natalie Norton

770-984-5602

P.3

APR 25 '00 16:12 FR WINSTON&STRAWN

312+5587426 TO 2#238#9177098456 P.03/03

CERTIFICATE OF AMENDMENT
OF
EGILITY COMMUNICATIONS, L.L.C.

1. The name of the limited liability company is Egility Communications, L.L.C.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The Name of the Limited Liability Company is changed to Cbeyond Communications, LLC

3. This Certificate of Amendment shall be effective upon filing..

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Egility Communications, L.L.C. this 25th day of April, 2000.



Mark Masi, Chief Administrative Officer

EXHIBIT B

STATE QUALIFICATION DOCUMENTS

**Illinois
Limited Liability Company Act**

This space for use by
Secretary of State

Application for Admission to Transact Business

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

Payment must be made by certified
check, cashier's check, Illinois
attorney's C.P.A.'s check or money or-
der, payable to "Secretary of State."

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 6-12-00
Assigned File # 0042600-8
Filing Fee \$400
Penalty \$
Approved: [Signature] \$

FILED

JUN 12 2000

LIMITED LIABILITY CO. DIV.
JESSIE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: Cbeyond Communications, LLC OK
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 59-3608337
4. Jurisdiction of Organization: Delaware
5. Date of Organization: October 22, 1999
6. Period of Duration: Perpetual
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

<u>320</u> (Number)	<u>Interstate North Parkway SE</u> (Street)	<u>Suite 300</u> (Suite)
<u>Atlanta, Georgia</u> (City/State)	<u>30339</u> (ZIP Code)	<u>Fulton</u> (County)
8. Registered agent: C T Corporation System
(First name) (Middle Name) (Last Name)

Registered Office: c/o C T Corporation System, 208 South LaSalle Street
(Number) (Street) (Suite #)

(P.O. Box or c/o Chicago Cook Illinois 60604
(City) (County) (ZIP Code)
are unacceptable)
9. The date on which this foreign LLC first did business in Illinois: Upon qualification or subsequent date

LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).
The purpose of the limited liability company is to engage in any lawful act or activity for which a company may be organized under the Delaware Limited Liability Company Act and as permitted under the Illinois Limited Liability Act.
11. The limited liability company is managed by:
☒ manager(s)
☐ vested in member(s)
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.
13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.
14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.
15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated June 8, 2000
(Month/Day) (Year)

James F. Geiger
(Signature)
(Signature must comply with Section 5-45 of ILLCA)

James F. Geiger, Manager

(Type or print name and title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

EXHIBIT C

Statement of Managerial and Technical Capability

CBeyond COMMUNICATIONS, LLC ("Cbeyond") is managerially qualified to provide resold and facilities-based telecommunications services in Illinois. The Cbeyond management team includes:

James F. Geiger	President & Chief Executive Officer
Mark A. Masi	Chief Administrative Officer
Gordon Kerr	Chief Information Officer
Robert Sanders	Chief Technical Officer
J. Robert Fugate	Chief Financial Officer
Robert R. Morrice	Chief Marketing, Sales & Customer Care Officer
Julia O. Strow	Vice President, Regulatory & Industry Relations
Brian E. Craver	Vice President, Product Development & Management
Chris C. Gatch	Vice President, Business Development

Cbeyond's management team has considerable experience in strategic planning, market planning, sales, business and product development, network operations, engineering, finance/business operations, legal and regulatory, customer service, and other relevant areas. As demonstrated by the biographies of Cbeyond's officers appended to this Exhibit, several officers for many years were associated with Intermedia Communications, Inc., a highly successful facilities-based local exchange carrier. Cbeyond's officers have a combined managerial experience of more than one hundred (100) years in the telecommunications industry, and substantial experience in running major business operations. Each member of Cbeyond's

management team will draw upon his or her own experience, as well as the collective experience of the entire management team, to ensure that Cbeyond is managed and operated efficiently and profitably.

CBEYOND COMMUNICATIONS, LLC ("Cbeyond") is technically qualified to operate as a provider of interexchange telecommunications services in Illinois. Its senior technical personnel have designed, managed, and/or operated advanced telecommunications and data communications facilities throughout the United States. Robert Sanders, Cbeyond's Chief Technical Officer, was responsible for developing MindSpring and Earthlink's architecture for ADSL-based Internet access service through three separate LEC/CLECs in over twenty markets nationwide, and developed IDSL and SDSL access service for small to medium-sized businesses deployed in seven markets. Mr. Sanders also built MindSpring's first 24/7 Network Operations Center, and led the redesign of the entire service infrastructure when MindSpring acquired PSINet's customer base, expanding it from a regional provider to a national one. Gordon Kerr, Cbeyond's Chief Information Officer, directed technology and e-commerce strategy for Security Capital and its 18 invested companies, with a combined market capitalization in excess of \$20 billion. During his ten-year tenure with IBM Federal Systems group, Mr. Kerr co-developed the network routing process for IBM's SNA product. As Senior Vice President for Hyatt Hotels, he was awarded a patent for the software technology that drives its reservation system.

With such vast technical experience by its officers, in addition to its outstanding team of engineers and network specialists, Cbeyond possesses ample technical experience and capabilities to develop and maintain a successful telecommunications operation in Illinois.

James F. Geiger
President and CEO

James F. Geiger is the founder of Cbeyond Communications, LLC. He has seventeen (17) years of telecommunications experience. Prior to founding Cbeyond, Geiger served as Senior Vice President and Chief Marketing Officer of Intermedia Communications. In this capacity, Geiger was responsible for business development, regulatory, product management and strategic planning for the firm. Since August 1995 through January 1999, in addition to his marketing responsibilities, Geiger was also responsible for building and leading Intermedia's sales organization of over 500 quota bearing representatives. Additionally, Geiger was responsible for the Digex complex web-hosting organization from late 1997 through February 1999, just prior to its carve out IPO.

From March 1995 to August 1995 Geiger served as President, FiberNet Southeast and Vice President Alternate Channel Sales at Intermedia. Prior to its purchase by Intermedia, from 1993 to March 1995, Geiger was one of the founding principals of FiberNet, serving as President and CEO. From 1989 to 1993 and prior to its sale to MFS, Geiger was a founder and sales and marketing VP for FiberNet, N.Y. Beginning in 1984, and prior to FiberNet, Geiger held various sales and marketing management positions within Frontier's deregulated subsidiaries. Geiger began his career at Price Waterhouse.

Geiger received his BS degree with distinction from Clarkson University in public accounting and pre-law.

Mark A. Masi
Chief Administrative Officer

Prior to joining Cbeyond Communications, LLC, Masi served as Vice President of Voice Product Management at Intermedia Communications. Masi was responsible for product development and management of Intermedia's voice products, highlighted by the industry leading Unified Voice.net integrated service offerings. From March 1998 to May 1999, as Vice President & General Manager of Intermedia's Comactiv division, Masi was responsible for leading and integrating the former Shared Technologies acquisition, the nation's largest provider of shared tenant telecommunications services. From February 1995 until March 1998 Masi served in various officer level Operations capacities, responsible for transforming Intermedia from a Florida based CAP (competitive access provider) to a national integrated communications provider with the 4th largest frame relay network and over 26 Nortel voice switches in operation.

From November 1989 Masi was co-founder of Fibernet, Inc., serving as Executive Vice President and Chief Financial Officer responsible for funding and developing competitive access operations in several New York State markets; which were sold to MFS in March 1993. From 1993 until its sale to Intermedia in January 1995, Masi served in the same capacity for Fibernet USA.

From March 1982 until November 1989 Masi was employed by Rochester Telephone Corporation (now Frontier) in several operating and strategic management roles, highlighted by selection as one of the start-up member's of RTC's new long distance subsidiary, RCI Corporation.

Masi, who has eighteen (18) years of telecommunications experience, is a graduate of the State University of New York at Oswego with a degree in Economics and Binghamton University with an MBA in Finance.

Robert R. Morrice

Chief Marketing, Sales and Customer Care Officer

As one of the co-founders of Cbeyond Communications, LLC, Morrice brings a wealth of experience to the newly formed team. He has eighteen (18) years of telecommunications experience, and recently served as Vice President of Retail Sales and as an Officer of Intermedia Communications. Morrice was responsible for building the most successful CLEC sales force in the nation. Over four years, he grew the number of people from 8 to 800, number of offices from 4 to over 50 nationwide and was responsible for over \$650 million in organic generated annualized revenues. Morrice guided all retail sales facets for Intermedia which includes the CLEC sales force, data sales force, Internet sales force and the shared tenant sales force.

During the previous three years, Morrice organized and developed the sales efforts for Precision Systems, Inc. a Florida based telecommunications software company offering calling and network features to the cellular industry.

From 1986 to 1993 Morrice was promoted through the sales management ranks at Sprint Communications. Starting as a National Account Manager, Branch Manager and finally running the southeast as Regional Director. Prior to Sprint, Morrice owned and operated numerous businesses which included managing a wholesale distribution company in Germany.

Morrice has an undergraduate degree in Social Sciences from Campbell University and a MED in Psychology from Wayne State University.

Brian E. Craver

Vice President Marketing – Product Development and Management

Prior to co-founding Cbeyond Communications, LLC, Craver served as Senior Director of ISP Sales for Intermedia Communications – the largest independent Competitive Local Exchange Carrier. In that role, Craver was responsible for directing the sales of Intermedia's services to the top tier Internet Services Provider market. From January 1999 through September 1999, Craver had responsibility for managing the wholesale relationship with Williams Communications. This relationship gave Williams access to Intermedia's vast NNI based frame relay network and national ATM network which allowed them to offer these services to their wholesale carrier customers.

From October 1997 though December 1998, Craver was the Senior Director of Market Management responsible for all Government marketing. During this time, Craver led the corporate team in the re-negotiations of contracts with the States of New York and Florida, which had values of over \$70 million annually to Intermedia. Craver was also instrumental in the acquisitions of the State of Georgia frame relay contract and the State of Florida toll free services contract.

From August 1992 through September 1997, Craver was the Director for Government Sales and was also responsible for National Account Sales. While helping the company grow through increased sales, Craver led the team that won their first government contract – the State of Florida frame relay contract. This contract had since produced over 3,000 nodes of frame relay and annual revenues of over \$18 million.

From December 1988 to July 1992, Craver was a Business Services Manager from Sprint Corporation responsible for large business account sales in the Florida region. Prior to Sprint, Craver held various sales positions with Telus Communications.

Craver, who has twelve (12) years of telecommunications experience, attended Florida State University and studied Engineering and Business Finance.

Chris C. Gatch

Vice President - Business Development

Prior to co-founding Cbeyond Communications, LLC, Gatch served as Senior Director of Strategic Marketing for Intermedia Communications and was responsible for development and management of strategic business initiatives for the company. In this position, his main area of focus was management of Intermedia's DSL partners and identification of companies to support Intermedia's IP telephony initiative.

From 1996 to 1999, Gatch served Intermedia as Government Account Manager. In that position he helped create the Government Sales Division of Intermedia and secured two of Intermedia's top four government accounts. The largest of these accounts was the State of Georgia for which Intermedia provided data and Internet services to over 1500 locations.

From 1995 to 1996, Gatch worked for Intermedia as Sales Engineer. In this capacity he provided pre-sales engineering support for retail and government accounts. In the last 18 months of this tenure, Gatch served as Sales Engineer supporting the State of Florida, one of Intermedia's largest accounts. He helped design, install and support IP, IPX and SNA networks for agencies such as Florida Lottery, Law Enforcement, Labor, and Transportation.

Gatch, who has five (5) years of telecommunications experience, holds a Bachelors of Science in Computer Engineering from Clemson University and a Masters of Science in the Management of Technology from the Georgia Institute of Technology. Both were received with honors.

Gordon Kerr

Chief Information Officer

Prior to joining the Cbeyond Communications, LLC team, Kerr was Managing Director for Information Technology at Security Capital, a \$3 billion real estate development and investment company. He was responsible for directing technology and e-commerce strategy for Security Capital and its 18 invested companies, whose combined market capitalization is more than \$20 billion.

From November 1994 to June 1997 Kerr was senior vice president and CIO for Retailer Financial, the \$15 billion private label credit card division of General Electric Capital. In that role he held responsibility for all technology and systems supporting 75 million credit card customers and more than 300 retailers.

From 1987 to 1994, Kerr was senior vice president for Hyatt Hotels, one of the leading hotel management companies. While at Hyatt, Kerr was responsible for developing and implementing industry-leading applications in all areas of hotel technology. During that time, Hyatt systems received a number of computer industry awards for innovation and customer service. Kerr was also awarded a patent for the software technology that drives Hyatt's reservation system.

From 1980 to 1986 Kerr was vice president at Marriott Corp. where he was responsible for hotel and restaurant systems strategy and development. Before that he spent 4 years as a marketing representative for IBM, and 10 years in systems development for IBM's Federal Systems group, where he co-developed the network routing process for IBM's SNA product.

Kerr holds a Bachelors Degree in Engineering Science from Johns Hopkins University.

Robert Sanders
Chief Technical Officer

Mr. Sanders brings a wealth of technical and engineering experience to Cbeyond Communications having been a key leader in the development of industry-leading service offerings based upon the latest technologies in his role as Vice President and CTO at Mind Spring and at EarthLink upon its acquisition of Mind Spring. Since 1994, Sanders has developed a thorough knowledge of data networking protocols including TCP/IP and ATM, and intimate familiarity with the best of breed equipment to implements them (e.g., Cisco, Foundry, Redback, 3com/USR, Ascend, Lucent, Nortel).

During his tenure at MindSpring and subsequently Earthlink, Sanders developed the architecture of the ADSL-based Internet access service deployed in over twenty markets nationwide through three separate LEC and CLECs and developed the IDSL and SDSL access service for small to medium sized businesses deployed in seven markets. Sanders also has experience in the evaluation of alternative "last mile" technologies, including wireless and satellite, to expand EarthLink's broadband footprint into otherwise unserviceable areas and led research into next-generation Internet services such as pervasive home networks, smart Internet appliances, IP delivery of interactive forms of traditional entertainment media such as television and radio. Sanders was responsible for building MindSpring's first 24/7 Network Operations Center and Network Engineering department and led a massive redesign of the entire service infrastructure when MindSpring acquired the PSI customer base expanding it from a regional provider to a national one. As part of this redesign, Mind Spring gained the ability to provide "private label" services such as pipeline.com, sprynet.com, netcom.com, etc. In his initial role as Vice President, Sanders created one of the earliest commercial web hosting services.

From 1991 through 1994, Sanders pursued a B.S. in Computer Science from the Georgia Institute of Technology located in Atlanta. He has six (6) years of telecommunications experience.

Julia O. Strow

Vice President - Regulatory and Industry Relations

As a founding member of Cbeyond Communications, LLC, Strow brings seventeen (17) years of telecommunications experience to the team. In her most recent assignment, Strow was responsible for managing Intermedia Communications' regulatory team. Strow joined Intermedia in April 1996 and was responsible for the development of Intermedia's state and federal regulatory policy with respect to local competition issues. In addition to successfully advocating Intermedia's regulatory policy positions, Strow's accomplishments included the negotiation and implementation of local interconnection agreements with all major incumbent local exchange carriers and the successful oversight of Intermedia's certificates and tariffs, as well as compliance with regulatory requirements and laws at the FCC and in fifty states. Strow also served as a board member of the Association of Local Telecommunications Services, a national trade association representing the interests of facilities-based competitive local exchange carriers, during her tenure at Intermedia.

From January 1988 to April 1996, Strow held positions in BellSouth's Regulatory department developing BellSouth's state and federal regulatory policy on various access and local competition issues. Prior to 1988, Strow held product management positions in BellSouth's Carrier Marketing organization and began her telecommunications career in 1983 as an Account Executive with AT&T Information Systems focusing on large accounts in the manufacturing and industrial sectors.

Strow graduated from the University of Texas with a Bachelor of Science in Communications.

J. Robert Fugate

Chief Financial Officer

Prior to joining Cbeyond Communications, LLC, Fugate, served as Executive Vice President and Chief Financial Officer for Split Rock Services Inc. In that capacity he prepared Split Rock, a nationwide Internet and data network services provider, for initial public offering. Fugate then led Split Rock through a successful IPO with gross proceeds of \$97 million and an equity market capitalization of approximately \$620 million. From 1997 to 1999, Fugate was Executive Vice President and Chief Financial Officer with Fuego Technology Corp. (eTopware Corp.). While at Fuego, Fugate assisted the CEO in the development and implementation of business plans for a software development company with preexisting operations in three Latin American countries and Russia. Fugate also developed partnership relations and co-managed operations of the company with first year sales of \$1.6 million. Prior to these positions Fugate held the position of Vice President, Corporate Development with General Wireless, Inc where he organized the company's capital structure and financing plans for a major PCS network in Atlanta, San Francisco and Miami.

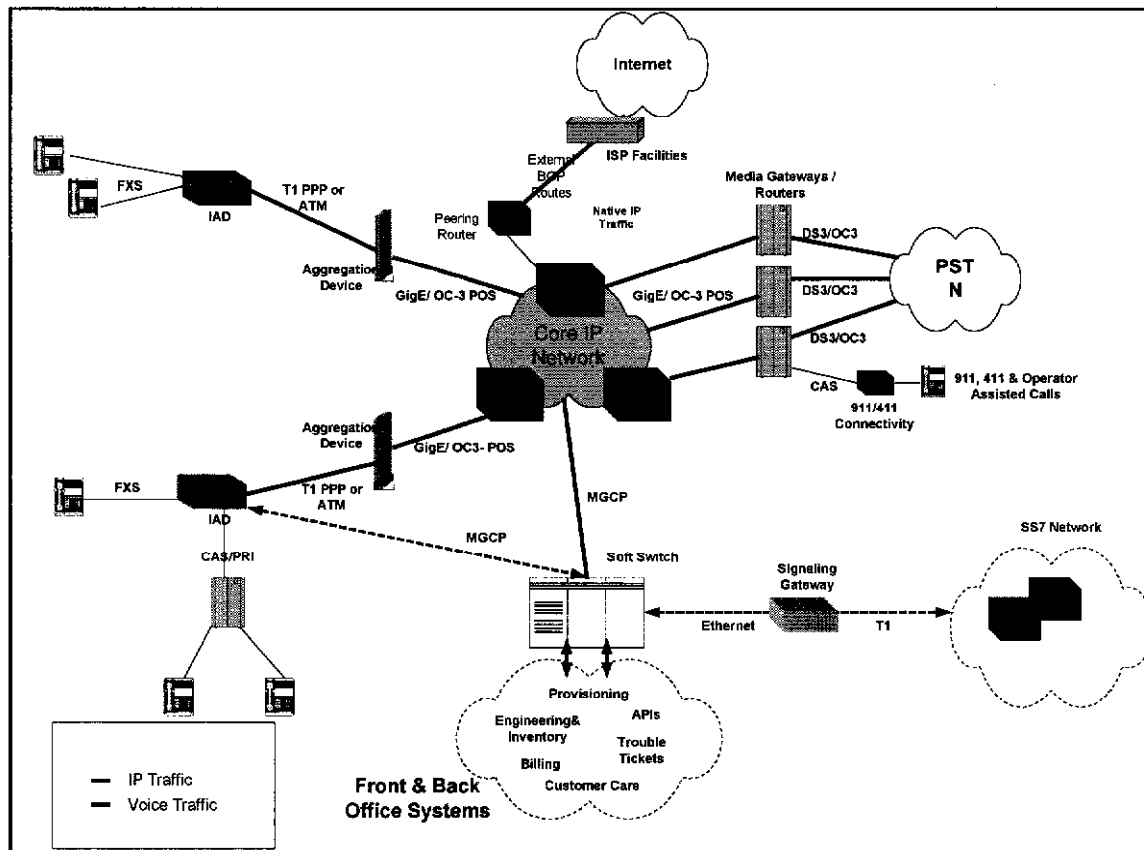
From 1988 to 1996, worked for Mobile Telecommunication Technologies Corporation (SkyTel) in the capacity of Senior Vice President, Finance and Chief Financial Officer. While at SkyTel, Fugate successfully managed all capital market transactions, acquisitions/divestitures, financial reporting, investor relations, budget and planning, information systems and certain international operations for a rapidly growing company with 2,000 employees and annual sales of more than \$300 million and managed the initial public offering for the company. From 1983 to 1988, Fugate held positions with Prudential-Bache Securities and Mobile Communications Corporation of America.

Fugate, who has twelve (12) years of telecommunications experience, graduated from the University of Mississippi with a Bachelor of Business Administration, and received an MBA from Harvard University.

EXHIBIT E

NETWORK DIAGRAM OF CBeyond COMMUNICATIONS, LLC

The functional network architecture will be as follows:



The major functional elements of the network architecture will be as follows:

Integrated Access Device

The integrated access Device (IAD) will be located on customer premises and able to integrate voice and data traffic over IP. The IAD will have analog voice ports and digital data ports on single chassis. In addition, it will support limited IP routing functions. The call control for voice calls is to be performed by the soft switch using packetized signaling messages.

Central Office Aggregator

The Central Office Aggregator will be an IP switch or router that has very high densities. This network element will be used to aggregate IAD uplinks, therefore large port densities is desired. The router should be able to support a routing protocol such OSPF, BGP for peering with an ISP. It will be physically located in competitive carrier central offices or in Cbeyond's other leased facilities.

Media Gateway

The Media Gateway will interface between the packet IP network of Cbeyond and the traditional PSTN network carriers. This device, under the control of the soft switch, will take the packetized voice streams, reassemble the speech and forward the media on to a TDM interface for delivery to the PSTN, and vice versa. The Media Gateway will also have a router blade that supports routing protocol(s). The Media Gateway will have very large densities to support large numbers of trunking circuits to the PSTN network. These gateways will be physically located in or near the Incumbent Local Exchange Carrier (ILEC) central offices to maximize cost efficiency.

Soft Switch

The Soft Switch or Media Gateway Controller will perform call control functions for the IAD and the Media Gateway. It is the heart of the Cbeyond voice services network and will be located in Cbeyond's point of presence. The individual voice services can be located either in the Soft Switch or on a separate application server with an interface between the server and the Soft Switch. Billing records will be generated and stored on the Soft Switch and forwarded from the soft switch to a billing system. Open APIs in which a provisioning system can provision directly to the database will be available on the switch. The Soft Switch will be deployed in a mated pair configuration with the capability for communication among multiple Soft Switches at other network locations.